

Andrew T. Solomon (AS9200)
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Floor
New York, NY 10104
(212) 660-3000 (phone)
(212) 660-3001 (fax)

Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WALTER BEINECKE, III, EAGLIS ALTERNATIVE
INVESTMENTS I, LLC, GEOFFREY T. FREEMAN,
GRAHAM GUND, HENRY A. JORDAN, JENNIFER
C. McNEILL, J. STUART MOORE, and CARL
NOVOTNY, TRUSTEE of the S&H NOMINEE
TRUST,

Plaintiffs,

-against-

S&H MARKETING, INC. f/k/a S&H GREENPOINTS,
INC., and THE SPERRY AND HUTCHINSON
COMPANY, INC.,

Defendants.

Case No. 08 CV 2483 (GBD)

**NOTICE OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

FILED
U.S. DISTRICT COURT
2008 MAR 26 PM 12:33
S.D. of N.Y.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Andrew T. Solomon, a member in good standing of the bar of this Court, hereby moves for an Order allowing the admission pro hac vice of

Laura Steinberg
SULLIVAN & WORCESTER LLP
One Post Office Square
Boston, MA 02109
Telephone: (617) 338-2800
Facsimile: (617) 338-2880
Email: lsteinberg@sandw.com

Laura Steinberg is a member in good standing of the bar of the Commonwealth of

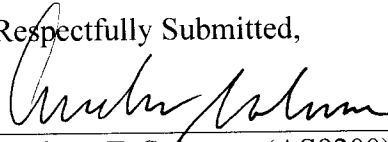
MAR 26 2008

Massachusetts (since 1972). She is admitted to practice before the U.S. District Court for the District of Massachusetts, the U.S. District Court for the District of Rhode Island, the U.S. District Court for the Eastern District of Wisconsin, the U.S. Court of Federal Claims, the U.S. Court of Appeals for the First Circuit, the U.S. Court of Appeals for the Fourth Circuit, the U.S. Court of Appeals for the Seventh Circuit, the U.S. Court of Appeals for the Tenth Circuit, the U.S. Court of Appeals for the District of Columbia Circuit, and the Supreme Court of the United States.

There are no disciplinary proceedings against Laura Steinberg pending in any State or Federal Court.

Dated: New York, New York
March 25, 2008

Respectfully Submitted,



Andrew T. Solomon (AS9200)
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Floor
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Attorneys for Plaintiffs

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Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
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Defendants.

Case No. 08 CV 2483 (GBD)

**AFFIDAVIT OF
ANDREW T. SOLOMON
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ANDREW T. SOLOMON, being duly sworn, deposes and says:

1. I am a partner of the law firm Sullivan & Worcester LLP, attorneys for plaintiffs
Walter Beinecke, III, Eaglis Alternative Investments I, LLC, Geoffrey T. Freeman, Graham
Gund, Henry A. Jordan, Jennifer C. McNeill, J. Stuart Moore, and Carl Novotny, Trustee of the
S& H Nominee Trust ("Plaintiffs"), in the above captioned action. I am familiar with the
proceedings in this case. I make this statement based on my personal knowledge of the facts set

forth herein and in support of Plaintiffs' motion to admit Laura Steinberg as counsel pro hac vice to represent Plaintiffs in this matter.

2. I am a member in good standing of the bar of the State of New York and was admitted to practice law in 1996. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Ms. Steinberg since 1998.

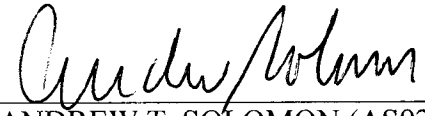
4. Ms. Steinberg is a member of the law firm Sullivan & Worcester LLP.

5. I have found Ms. Steinberg to be a skilled attorney and a person of integrity. She has been a member in good standing of the bar of the Commonwealth of Massachusetts since 1972. She is admitted to practice before the U.S. District Court for the District of Massachusetts, the U.S. District Court for the District of Rhode Island, the U.S. District Court for the Eastern District of Wisconsin, the U.S. Court of Federal Claims, the U.S. Court of Appeals for the First Circuit, the U.S. Court of Appeals for the Fourth Circuit, the U.S. Court of Appeals for the Seventh Circuit, the U.S. Court of Appeals for the Tenth Circuit, the U.S. Court of Appeals for the District of Columbia Circuit, and the Supreme Court of the United States.

6. Accordingly, I am pleased to move the admission of Laura Steinberg, pro hac vice.

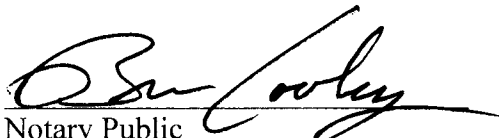
7. I respectfully submit a proposed order granting the admission of Laura Steinberg, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE, it is respectfully requested that the motion to admit Laura Steinberg, pro hac vice, to represent Plaintiffs in this action, be granted.



ANDREW T. SOLOMON (AS9200)

Sworn to before me this
25th day of March 2008


Notary Public
BRIAN COOLEY
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01C06177349
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES NOVEMBER 13, 20 11

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

WALTER BEINECKE, III, EAGLIS
ALTERNATIVE INVESTMENTS I, LLC,
GEOFFREY T. FREEMAN, GRAHAM GUND,
HENRY A. JORDAN, JENNIFER C. McNEIL, J.
STUART MOORE, and CARL NOVOTNY,
TRUSTEE of the S&H NOMINEE TRUST.,

Index No. 08-cv-2483

Plaintiffs,

-against-


S&W MARKETING, INC. f/k/a S&H
GREENPOINTS, INC., and THE SPERRY AND
HUTCHINGSON COMPANY, INC.,

Defendants.

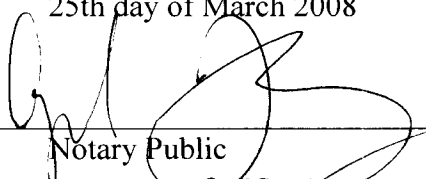
1. Brian Cooley, being duly sworn, deposes and says: I am over eighteen years of age and I am not a party to this action.

2. On March 25, 2008, I served true and correct copies of the NOTICE OF MOTION TO ADMIT COUNSEL PRO HAC VICE for both LAURA STEINBERG, ESQ. and JOSHUA L. SOLOMON, ESQ. of Sullivan & Worcester LLP, One Post Office Square, Boston, MA 02109, Telephone: (617) 338-2800 and Facsimile: (617) 338-2880 upon counsel for Defendants BY FACSIMILE to their attorney at the address/facsimile number set forth below:

Gregory Plotko
COOLEY GODWARD KRONISH, LLP
The Grace Building
1114 Avenue of the Americas
New York, New York 10036-7798
Telephone: (212) 479-6146
Facsimile: (212)-479-6725
Email: gplotko@cooley.com


Brian Cooley

Sworn to before me this
25th day of March 2008


Notary Public
Cyril Derzle
Notary Public, State of New York
No # 02DE6127675
Qualified in Nassau County
Commission Expires 5/31/09

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WALTER BEINECKE, III, EAGLIS ALTERNATIVE
INVESTMENTS I, LLC, GEOFFREY T. FREEMAN,
GRAHAM GUND, HENRY A. JORDAN, JENNIFER
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Defendants.

Case No. 08 CV 2483 (GBD)

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Andrew T. Solomon, a partner of Sullivan & Worcester LLP,
attorneys for plaintiffs Walter Beinecke, III, Eaglis Alternative Investments I, LLC, Geoffrey T.
Freeman, Graham Gund, Henry A. Jordan, Jennifer C. McNeill, J. Stuart Moore, and Carl
Novotny, Trustee of the S&H Nominee Trust, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Laura Steinberg
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109
Telephone/Fax: (617) 338-2800 / (617) 338-2880
Email: lsteinberg@sandw.com

is admitted to practice pro hac vice on behalf of plaintiffs Walter Beinecke, III, et al. in the
within case in the United States District Court for the Southern District of New York. All
attorneys appearing before this court are subject to the Local Rules of this Court, including the
rules governing the discipline of attorneys. If this action is assigned to the Electronic Case Filing
(ECF) system, and counsel does not already have an ECF password, counsel shall immediately

apply for one at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: March __, 2008
New York, New York

HONORABLE GEORGE B. DANIELS
UNITED STATES DISTRICT JUDGE

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twentieth** day of **December** A.D. **1972**, said Court being the highest Court of Record in said Commonwealth:

Laura Steinberg

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **fifth** day of **March** in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.